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COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION

AT RICHMOND, NOVEMBER 19, 1999

JOINT PETITION OF

CASE NO. PUC990158

QWEST COMMUNICATIONS INTERNATIONAL INC.

AND

U S WEST, INC.

For approval of merger between the parent corporations of Qwest Communications Corporation, Qwest Communications Corporation of Virginia, Inc., LCI International Telecom Corp., LCI International of Virginia, Inc., USLD Communications, Inc., Phoenix Network, Inc., U S WEST Long Distance, Inc., and U S WEST !nterprise American of Virginia, Inc.

ORDER EXTENDING TIME FOR REVIEW

On September 21, 1999, Qwest Communications International Inc. and U S WEST, Inc., completed the filing of a joint petition for approval of a merger between the parent corporations of Qwest Communications Corporation, Qwest Communications Corporation of Virginia, Inc., LCI International Telecom Corp., LCI International of Virginia, Inc., USLD Communications, Inc., Phoenix Network, Inc., U S WEST Long Distance, Inc., and U S WEST !nterprise American of Virginia, Inc.

Pursuant to § 56-88.1 of the Code of Virginia (“Virginia Code”), the Commission must act on the joint petition within sixty (60) days of the filing of the joint petition, or the joint petition will be deemed to be approved. In addition, § 56-88.1 allows the Commission to extend the sixty (60)-day period for “a period not to exceed an additional 120 days.”

We note that the issues involved in the joint petition will require additional time for review. As such, we are of the opinion that sixty (60) days is not sufficient time in which to investigate fully matters associated with the above-referenced joint petition. Therefore, it is appropriate to extend the period for review of issues under Virginia Code §56-88.1 for a period of sixty (60) days from the original sixty (60)-day time period, or through January 19, 2000. Accordingly,

IT IS ORDERED THAT the period of review of the above-referenced joint petition governed by Virginia Code § 56-88.1 shall be extended for a period not to exceed sixty (60) days from the original sixty (60)-day time period, or through January 19, 2000.